

SCHIFFRIN BARROWAY
TOPAZ & KESSLER, LLP
Alan R. Plutzik, Of Counsel (Bar No. 077785)
2125 Oak Grove Road, Suite 120
Walnut Creek, California 94589
Telephone: (925) 945-0770
Facsimile: (925) 945-8792

-and-

Eric L. Zagar
Robin Winchester
Nichole Browning
J. Daniel Albert
280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667-7706
Facsimile: (610) 667-7056

Attorneys for Proposed Lead Plaintiffs
Walter and Forseth and Proposed Lead Counsel

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

RALPH WILDER, Derivatively on
Behalf of SONIC SOLUTIONS, INC.

Plaintiff,

v.

ROBERT J. DORIS, MARY C. SAUER,
JAMES A. MOORER, MICHAEL C.
CHILD, ROBERT M. GREBER, PETER J.
MARGUGLIO, R. WARREN LANGLEY,
A. CLAY LEIGHTON, KIRK PAULSEN,
MICHAEL J. COSTELLO and
CHRISTOPHER A. KRYZAN,

Defendants,

and

SONIC SOLUTIONS, INC.

Nominal Defendant.

Case No. C 07-01500 CW

**DECLARATION OF ROBIN
WINCHESTER IN SUPPORT
OF PLAINTIFFS ANDREW
WALTER AND JAMES
FORSETH'S MOTION TO
CONSOLIDATE CASES AND
TO APPOINT LEAD
PLAINTIFFS AND LEAD
COUNSEL, AND IN
OPPOSITION TO THE
MOTION OF SAMMY K.
DOOLITTLE AND RALPH D.
WILDER**

Date: August 7, 2007

Time: 2:00 p.m.

Before: Hon. Claudia Wilken

DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND
JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND
LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.
WILDER.
CASE NO. C 07-01500 CW

ANDREW WALTER, Derivatively on
 Behalf of Nominal Defendant SONIC
 SOLUTIONS,
 Plaintiff,
 v.
 ROBERT J. DORIS, MARY C. SAUER,
 JAMES A. MOORER, MICHAEL C.
 CHILD, ROBERT M. GREBER, PETER J.
 MARGUGLIO, R. WARREN LANGLEY,
 A. CLAY LEIGHTON, KIRK PAULSEN,
 MICHAEL J. COSTELLO and
 CHRISTOPHER A. KRYZAN,
 Defendants,
 and
 SONIC SOLUTIONS,
 Nominal Defendant.

Case No. C 07-02344 CW

JAMES FORSETH, Derivatively on
 Behalf of Nominal Defendant SONIC
 SOLUTIONS,
 Plaintiff,
 v.
 ROBERT J. DORIS, MARY C. SAUER,
 JAMES A. MOORER, MICHAEL C.
 CHILD, ROBERT M. GREBER, PETER J.
 MARGUGLIO, R. WARREN LANGLEY,
 A. CLAY LEIGHTON, KIRK PAULSEN,
 MICHAEL J. COSTELLO and
 CHRISTOPHER A. KRYZAN,
 Defendants,
 and
 SONIC SOLUTIONS,
 Nominal Defendant.

Case No. C 07-03178 CW

DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFS ANDREW WALTER AND
 JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND
 LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.
 WILDER.
 CASE NO. C 07-01500 CW

| | | | |
|---|---|---|------------------------|
| 1 | SAMMY K. DOOLITTLE, Derivatively on |) | |
| 2 | Behalf of Nominal Defendant SONIC |) | |
| 3 | SOLUTIONS, |) | Case No. C 07-03361 BZ |
| | Plaintiff, |) | |
| 4 | v. |) | |
| 5 | ROBERT J. DORIS, DAVID C. HABIGER, MARY |) | |
| 6 | C. SAUER, A. CLAY LEIGHTON, MARK ELY, |) | |
| 7 | ROBERT M. GREBER, PETER J. MARGUGLIO, |) | |
| 8 | and R. WARREN LANGLEY, |) | |
| 9 | |) | |
| | Defendants, |) | |
| | and |) | |
| | SONIC SOLUTIONS, |) | |
| | |) | |
| | Nominal Defendant. |) | |

I, Robin Winchester, declare under penalty of perjury this 12th day of July, 2007:

1. I am an Associate at the law firm of Schiffrin Barroway Topaz & Kessler, LLP. The following facts are true to my own personal knowledge and, if called upon to do so, I could and would completely testify to their truth. I submit this Declaration in Support of the Plaintiffs Andrew Walter's and James Forseth's Motion to Consolidate Cases and to Appoint Lead Plaintiffs and Lead Counsel, and in Opposition to the Motion of Sammy K. Doolittle and Ralph D. Wilder.

2. Attached hereto as Exhibit A is a true and correct copy of the leadership structure order in *In re Ditech Networks, Inc., Derivative Litigation*, Master File No. C 06-05157 JF (N.D. Cal. Nov. 29, 2006).

3. Attached hereto as Exhibit B is a true and correct copy of the leadership structure order in *Dossett v. Cline, et al.*, Master File No. C 06-03484 JF (N.D. Cal. July 13, 2006).

4. Attached hereto as Exhibit C is a true and correct copy of the leadership structure order in *Chu v. Hughes, et al.*, Master File No. C 06-3513 JF MHP (N.D. Cal. Aug. 10, 2006).

5. Attached hereto as Exhibit D is a true and correct copy of the leadership structure order in *Hergotz v. Sola, et al.*, Master File No. C 06-3783 JF (N.D. Cal. Aug. 31, 2006).

6. Attached hereto as Exhibit E is a true and correct copy of the leadership structure order in *Kalindjian v. Antle, et al.*, Master File No. C 06-3440 JF (N.D. Cal. Sept. 6, 2006).

DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D. WILDER.
CASE NO. C 07-01500 CW

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my
2 knowledge, and that this Declaration was executed on July 12, 2007, at Radnor, Pennsylvania.

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5 /s/ Robin Winchester
6 ROBIN WINCHESTER
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DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND
JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND
LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.
WILDER.
CASE NO. C 07-01500 CW

EXHIBIT A

DARRYL P. RAINS (State Bar No. 104802)
MORRISON & FOERSTER LLP
755 Page Mill Road
Palo Alto, California 94304-1018
Telephone: (650) 813-5600
Facsimile: (650) 494-0792
Email: DRains@mofo.com

DIANE E. PRITCHARD (State Bar No. 96999)
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, CA 94105-2482
Telephone: (415) 268-7000
Facsimile: (415) 268-7522
Email: DPritchard@mofo.com

Attorneys for Defendants
TIMOTHY K. MONTGOMERY, WILLIAM J. TAMBLYN,
GREGORY M. AVIS, WILLIAM A. HASLER, ANDREI M.
MANOLIU, and DITECH NETWORKS, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re DITECH NETWORKS, INC.
DERIVATIVE LITIGATION

Case No. C 06-05157 JF

This Document Relates To: All Actions

**STIPULATION AND
[PROPOSED] ORDER
(1) RELATING AND
CONSOLIDATING RELATED
ACTIONS, (2) APPOINTING CO-
LEAD PLAINTIFF AND CO-
LEAD PLAINTIFFS' COUNSEL,
AND (3) RE-SETTING CASE
MANAGEMENT CONFERENCE**

WHEREAS two actions were filed in this Court, *Donald W. Newman, Derivatively on
Behalf of Nominal Defendant Ditech Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No.
C 06-05157 JF) ("*Newman*") and *James McKenna, Derivatively on Behalf of Nominal Defendant
Ditech Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No. C 06-05242 JF) ("*McKenna*"),

1 which purport to be derivative actions brought on behalf of Ditech Networks, Inc. ("Ditech")
2 against various individuals alleging that those defendants engaged in the improper backdating of
3 certain stock option grants during the period 1999 through 2001; and

4 WHEREAS the *Newman* and *McKenna* actions already have been (i) related pursuant to
5 this Court's orders entered October 2, 2006 in those actions, and (ii) consolidated as *In re Ditech*
6 *Networks, Inc. Derivative Litigation* (Case No. C 06-05157 JF), pursuant to this Court's order
7 entered November 7, 2006, a copy of which is attached hereto as Exhibit A ("Consolidation
8 Order"); and

9 WHEREAS the Consolidation Order provides that "[a]ny other actions now pending or
10 later filed in this Court which arise out of or are related to the same facts as alleged in [*Newman*
11 and *McKenna*] shall be consolidated for all purposes, if and when they are brought to the Court's
12 attention" (Exh. A at ¶ 2); and

13 WHEREAS a new action, entitled *Kenneth Lau, Derivatively on Behalf of Ditech*
14 *Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No. C 06-6877 PVT) ("*Lau*"), has been
15 filed in this Court; and

16 WHEREAS the *Lau* complaint also purports to be brought derivatively on behalf of
17 Ditech, against many of the same defendants as the *Newman* and *McKenna* cases, and seeks relief
18 on behalf of the company arising out of alleged improper backdating of stock option grants since
19 1999; and

20 WHEREAS *Lau* arises out of or is related to the same facts as *Newman* and *McKenna* (see
21 Exh. A at ¶ 2), the actions concern substantially the same parties, property, transaction or event,
22 and it appears likely that there will be an unduly burdensome duplication of labor and expense if
23 the cases are conducted before different judges (see Civil L. R. 3-12(a)); and

24 WHEREAS Lerach Coughlin Stoia Geller Rudman & Robbins, Counsel for plaintiff
25 Kenneth Lau, and Schiffrin & Barroway, Counsel for plaintiffs Donald W. Newman and James
26 McKenna, have agreed to a structure by which Lau, Newman and McKenna will be Lead
27 Plaintiffs, with their counsel Lerach Coughlin and Schiffrin & Barroway serving as Co-Lead
28 Counsel in this action; and

1 WHEREAS nominal defendant Ditech Networks, Inc. takes no position as to the
2 appointment of Kenneth Lau, Donald W. Newman and James McKenna as Lead Plaintiffs and
3 Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Co-
4 Lead Counsel; and

5 WHEREAS a case management conference date set in one of the two originally
6 consolidated actions was vacated, but a case management conference set for December 1, 2006 in
7 the other action was not vacated; and

8 WHEREAS the Consolidation Order provides for the filing of a Consolidated Complaint
9 by December 22, 2006, with a response to the Consolidated Complaint due 45 days after the
10 service of the Consolidated Complaint, and sets out a briefing schedule for any motion to dismiss
11 (*see* Exh. A at ¶¶ 16-19); and

12 WHEREAS the parties believe it would serve the interests of judicial efficiency and
13 effective case management to conduct the case management conference after the *Lau* action has
14 been consolidated in this proceeding,

15 NOW, THEREFORE, IT IS HEREBY STIPULATED by and among plaintiff Donald W.
16 Newman, plaintiff James McKenna, plaintiff Kenneth Lau, and defendant Ditech, through their
17 respective counsel of record, as follows:

18 1. The *Lau* action should be related to and consolidated for all purposes with *In re*
19 *Ditech Networks, Inc. Derivative Litigation*, Case No. C 06-05157 JF, pursuant to the Court's
20 Consolidation Order, and all pleadings in *Lau* shall be filed in conformity with the Court's
21 Consolidation Order.

22 2. A Consolidated Complaint including the *Newman*, *McKenna* and *Lau* claims,
23 which will supersede all existing complaints, including the *Lau* complaint, shall be filed and
24 served no later than December 22, 2006.

25 3. The case management conference previously set in one of the consolidated actions
26 for December 1, 2006 at 10:30 a.m. should be re-set in the consolidated actions for February 23,
27 2007 at 10:30 a.m., in the Courtroom of the Honorable Jeremy Fogel.

1 Dated: November 28, 2006

SCHIFFRIN & BARROWAY LLP
ERIC L. ZAGAR
SANDRA G. SMITH

3 Proposed Co-Lead Counsel for Plaintiffs

4 - and -

5 BRAMSON, PLUTZIK, MAHLER &
6 BIRKHAEUSER, LLP
7 ALAN R. PLUTZIK
L. TIMOTHY FISHER
KATHRYN A. SCHOFIELD

8 Counsel for Plaintiffs Donald W. Newman
9 and James McKenna

10 By _____ s/ Sandra G. Smith

12 Dated: November 28, 2006

13 LERACH COUGHLIN STOIA GELLER
14 RUDMAN & ROBBINS LLP
15 WILLIAMS S. LERACH
DARREN J. ROBBINS
TRAVIS E. DOWNS III
SHAWN A. WILLIAMS

16 Proposed Co-Lead Counsel for Plaintiffs

17 - and -

18 SHUMAN & BERENS LLP
KIP B. SHUMAN

19 Counsel for Plaintiff Kenneth Lau

21 By _____ s/ Aelish Baig

1 Dated: November 28, 2006

MORRISON & FOERSTER LLP
DARRYL P. RAINS
DIANE E. PRITCHARD

2
3
4 By s/ Diane E. Pritchard
5 Diane E. Pritchard
6 Counsel for Defendants DITECH
7 NETWORKS, INC., TIMOTHY K.
8 MONTGOMERY, WILLIAM J.
9 TAMBLYN, GREGORY M. AVIS,
10 WILLIAM A. HASLER, and ANDREI M.
11 MANOLIU
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1 I, Diane E. Pritchard, am the ECF User whose ID and password are being used to file this
2 Stipulation and [Proposed] Order (1) Relating and Consolidating Related Actions, (2) Appointing
3 Co-Lead Plaintiff and Co-Lead Plaintiffs' Counsel, and (3) Re-Setting Case Management
4 Conference. In compliance with General Order 45, X.B., I hereby attest that Sandra G. Smith and
5 Aelish Baig, attorneys for plaintiffs, have concurred in this filing.
6

7
8 Dated: November 28, 2006

MORRISON & FOERSTER LLP
DARRYL P. RAINS
DIANE E. PRITCHARD

9
10
11 By s/ Diane E. Pritchard
12 Diane E. Pritchard
13 Counsel for Defendants DITECH
14 NETWORKS, INC., TIMOTHY K.
15 MONTGOMERY, WILLIAM J.
16 TAMBLYN, GREGORY M. AVIS,
17 WILLIAM A. HASLER, and ANDREI M.
18 MANOLIU

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PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: 11/28/06



Honorable Jeremy Fogel
United States District Judge

EXHIBIT B

1 LERACH COUGHLIN STOIA GELLER
2 RUDMAN & ROBBINS LLP
3 WILLIAM S. LERACH (68581)
4 DARREN J. ROBBINS (168593)
5 TRAVIS E. DOWNS III (148274)
6 655 West Broadway, Suite 1900
7 San Diego, CA 92101
8 Telephone: 619/231-1058
9 619/231-7423 (fax)
10 billl@lerachlaw.com
11 darrenr@lerachlaw.com
12 travisd@lerachlaw.com

**E-filed
7/13/06**

13 SCHIFFRIN & BARROWAY, LLP
14 ERIC L. ZAGAR
15 SEAN M. HANDLER
16 280 King of Prussia Road
17 Radnor, PA 19087
18 Telephone: 610/667-7706
19 610/667-7056 (fax)

20 [Proposed] Co-Lead Counsel for Plaintiffs

21 UNITED STATES DISTRICT COURT
22 NORTHERN DISTRICT OF CALIFORNIA
23 SAN JOSE DIVISION

24 KENNETH DOSSETT, Derivatively on Behalf)
25 of Nominal Defendant McAfee, INC.,)

26 Plaintiff,)

27 vs.)

28 DENNIS L. CLINE, et al.,)

29 Defendants,)

30 - and -)

31 McAfee, INC.,)

32 Nominal Defendant.)

No. 5:06-cv-03484-JF

STIPULATION AND [PROPOSED] ORDER
CONSOLIDATING CASES FOR ALL
PURPOSES, APPOINTING LEAD
PLAINTIFFS AND CO-LEAD COUNSEL,
AND SETTING SCHEDULE FOR FILING
OF CONSOLIDATED COMPLAINT

33 [Caption continued on following page.]

1 HEAVY & GENERAL LABORERS') No. 5:06-cv-03620-JF
2 LOCALS 472 & 172 PENSION & ANNUITY)
3 FUNDS, Derivatively on Behalf of McAfee,)
4 INC.,)
5)
6 Plaintiff,)
7)
8 vs.)
9)
10 GEORGE SAMENUK, et al.,)
11)
12 Defendants,)
13)
14 - and -)
15)
16 McAfee, INC., a Delaware corporation,)
17)
18 Nominal Defendant.)
19)
20)
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1 WHEREAS, there are two related shareholder derivative actions on behalf of nominal
2 defendant McAfee, Inc. pending before this Court:

| 3 | Abbreviated Case Name | Case Number | Date Filed |
|---|--|------------------|------------|
| 4 | <i>Dossett v. Cline, et al.</i> | 5:06-cv-03484-JF | 05/31/06 |
| 5 | <i>Heavy & General Laborers' Locals 472 & 172 Pension & Annuity Funds v. Samenuk, et al.</i> | 5:06-cv-03620-JF | 06/07/06 |

6 WHEREAS, the two related *McAfee* shareholder derivative actions arise out of the same
7 transactions and occurrences and involve the same or substantially similar issues of law and fact,
8 and, therefore, should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a);
9 and

10 WHEREAS, defendants take no position as to the appointment of the Heavy & General
11 Laborers' Local 472 & 172 Pension & Annuity Funds and Kenneth Dossett as Lead Plaintiffs and
12 Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Lead
13 Counsel.

14 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through
15 their respective counsel of record, as follows:

16 **I. CONSOLIDATION OF ACTIONS**

17 1. The following actions are hereby consolidated for all purposes, including pretrial
18 proceedings, trial and appeal:

| 19 | Abbreviated Case Name | Case Number | Date Filed |
|----|--|------------------|------------|
| 20 | <i>Dossett v. Cline, et al.</i> | 5:06-cv-03484-JF | 05/31/06 |
| 21 | <i>Heavy & General Laborers' Locals 472 & 172 Pension & Annuity Funds v. Samenuk, et al.</i> | 5:06-cv-03620-JF | 06/07/06 |

22 2. The caption of these consolidated actions shall be "*In re McAfee, Inc. Derivative*
23 *Litigation*" and the files of these consolidated actions shall be maintained in one file under Master
24 File No. 5:06-cv-03484-JF. Any other actions now pending or later filed in this Court which arise
25 out of or are related to the same facts as alleged in the above-identified cases shall be consolidated
26 for all purposes, if and when they are brought to the Court's attention.
27
28

1 3. Every pleading filed in the consolidated actions, or in any separate action included
2 herein, shall bear the following caption:

3 UNITED STATES DISTRICT COURT
4 NORTHERN DISTRICT OF CALIFORNIA
5 SAN JOSE DIVISION

6 In re MCAFEE, INC. DERIVATIVE)
LITIGATION)

Master File No. 5:06-cv-03484-JF

7 _____)
8 This Document Relates To:)
9 _____)

10 4. When a pleading is intended to be applicable to all actions governed by this Order,
11 the words "All Actions" shall appear immediately after the words "This Document Relates To:" in
12 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of
13 the consolidated actions, this Court's docket number for each individual action to which the pleading
14 is intended to be applicable and the abbreviated case name of said action shall appear immediately
15 after the words "This Document Relates To:" in the caption described above (e.g., "No. 5:06-cv-
16 03484-JF, *Dossett v. Cline, et al.*").

17 5. A Master Docket and a Master File hereby are established for the above consolidated
18 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
19 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
20 made in the docket of each individual case in accordance with the regular procedures of the clerk of
21 this Court, except as modified by this Order.

22 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
23 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No
24 further copies need be filed, and no other docket entries need be made.

25 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
26 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall
27 docket such filing on the Master Docket and the docket of each applicable action.
28

1 8. When a case which properly belongs as part of *In re McAfee, Inc. Derivative*
2 *Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge
3 Fogel, the clerk of this Court shall:

4 (a) Place a copy of this Order in the separate file for such action;
5 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
6 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
7 their counsel in the newly-filed or transferred case; and

8 (c) Make an appropriate entry on the Master Docket. This Court requests the
9 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
10 case which properly might be consolidated as part of *In re McAfee, Inc. Derivative Litigation*.

11 **II. APPOINTMENT OF LEAD DERIVATIVE PLAINTIFFS AND CO-LEAD**
12 **DERIVATIVE COUNSEL**

13 9. Plaintiffs, Heavy & General Laborers' Locals 472 & 172 Pension & Annuity Funds
14 and Kenneth Dossett, shall be appointed Lead Plaintiffs.

15 10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and
16 Schiffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated
17 *McAfee* shareholder derivative actions.¹

18 11. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding
19 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such
20 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative
21 or unproductive effort.

22 12. Co-Lead Counsel shall be responsible for coordination of all activities and
23 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No
24

25 _____
26 ¹ Defendants take no position as to the appointment of the Heavy & General Laborers' Local
27 472 & 172 Pension & Annuity Funds and Kenneth Dossett as Lead Plaintiffs and Lerach Coughlin
28 Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Lead Counsel.

1 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs
2 except through Co-Lead Counsel.

3 13. Co-Lead Counsel also shall be available and responsible for communications to and
4 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master
5 service list of all parties and their respective counsel.

6 14. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or
7 other duly authorized representatives of plaintiffs, and such agreements shall be binding on
8 plaintiffs.

9 **III. SCHEDULE**

10 15. Plaintiffs shall no later than 60 days from the entry of this Order file and serve a
11 Consolidated Complaint which will supersede all existing complaints filed in these actions.
12 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of
13 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,
14 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with
15 respect to any defendant named in any of the consolidated actions by serving the Consolidated
16 Complaint on that defendant's counsel.

17 16. Each defendant shall answer or otherwise respond to the Consolidated Complaint no
18 later than 45 days from the date of service. In the event that defendants file and serve any motion
19 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days
20 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,
21 they will do so within 15 days after service of the opposition.

22 IT IS SO STIPULATED.

23 DATED: July 10, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
WILLIAM S. LERACH
DARREN J. ROBBINS
TRAVIS E. DOWNS III

27 s/ TRAVIS E. DOWNS III
28 TRAVIS E. DOWNS III

655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that Sean M. Handler has concurred in this filing.

DATED: July 10, 2006

SCHIFFRIN & BARROWAY, LLP
ERIC L. ZAGAR
SEAN M. HANDLER

s/ SEAN M. HANDLER
SEAN M. HANDLER

280 King of Prussia Road
Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

GREEN WELLING, LLP
ROBERT S. GREEN
595 Market Street, Suite 2750
San Francisco, CA 94105
Telephone: 415/477-6700
415/477-6710 (fax)

Attorneys for Plaintiffs

I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that Gregory L. Watts has concurred in this filing.

DATED: July 10, 2006

WILSON SONSINI GOODRICH & ROSATI
BORIS FELDMAN
NINA F. LOCKER
GREGORY L. WATTS

s/ GREGORY L. WATTS
GREGORY L. WATTS

650 Page Mill Road
Palo Alto, CA 94304
Telephone: 650/493-9300
650/493-6811 (fax)

Counsel for Nominal Defendant McAfee, Inc.
and Individual Defendants George Samenuk, Eric
F. Brown, Kevin Weiss, Leslie G. Denend,
Robert M. Cutkowsky, Denis O'Leary, Robert
W. Pangia, Robert B. Bucknam, Liane Wilson,
and Dale L. Fullers

* * *

ORDER

PURSUANT TO STIPULATION, IT IS ORDERED.

DATED: 7/12/06


THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE

S:\CasesSD\McAfee Derivative\STP00032444.doc

1 CERTIFICATE OF SERVICE

2 I hereby certify that on July 10, 2006, I electronically filed the foregoing with the Clerk of
3 the Court using the CM/ECF system which will send notification of such filing to the e-mail
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF
6 participants indicated on the attached Manual Notice List.

7 s/ TRAVIS E. DOWNS III

8 TRAVIS E. DOWNS III

9 LERACH COUGHLIN STOIA GELLER

10 RUDMAN & ROBBINS LLP

655 West Broadway, Suite 1900

San Diego, CA 92101

11 Telephone: 619/231-1058

12 619/231-7423 (fax)

13 E-mail: Travisd@lerachlaw.com

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Mailing Information for a Case 5:06-cv-03484-JF

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Clay Basser-Wall**
cbasserwall@wsgr.com
- **Robert S. Green**
RSG@CLASSCOUNSEL.COM CAND.USCOURTS@CLASSCOUNSEL.COM
- **Avin P. Sharma**
aps@classcounsel.com CAND.USCOURTS@CLASSCOUNSEL.COM
- **Gregory L. Watts**
gwatts@wsgr.com lbeltran@wsgr.com
- **Eric L. Zagar**
ezagar@sbclasslaw.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

James H Miller
Schriffrin & Barroway LLP
280 King of Prussia Road
Radnor, PA 19087

EXHIBIT C

E-filed 8/10/06

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

| | | |
|---------------------------------------|---|--|
| HOWARD CHU, Derivatively On Behalf of |) | No. C-06-3513-JF |
| Nominal Defendant RAMBUS INC., |) | |
| |) | [PROPOSED] ORDER GRANTING |
| Plaintiff, |) | PLAINTIFFS' MOTIONS TO |
| |) | CONSOLIDATE RELATED CASES AND |
| vs. |) | APPOINT LEAD PLAINTIFF AND LEAD |
| |) | COUNSEL |
| HAROLD HUGHES, et al., |) | |
| |) | |
| Defendants, |) | |
| |) | |
| - and - |) | |
| |) | |
| RAMBUS INC., |) | |
| |) | |
| Nominal Defendant. |) | |

[Caption continued on following page.]

1 ROLAND BIBEAU, Derivatively On Behalf of) No. C-06-3921-JF
Nominal Defendant RAMBUS INC.,)

2)
3 Plaintiff,)

4 vs.)

5 HAROLD HUGHES, et al.,)

6 Defendants,)

7 - and -)

8 RAMBUS INC.,)

9 Nominal Defendant.)

10 GAETANO RUGGIERI, Derivatively On) No. C-06-4153-RMW
Behalf of RAMBUS INC.,)

11 Plaintiff,)

12 vs.)

13 HAROLD HUGHES, et al.,)

14 Defendants,)

15 - and -)

16 RAMBUS INC., a Delaware corporation,)

17 Nominal Defendant.)
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Motions to Consolidate Actions and Appoint Lead Plaintiff and Lead Counsel (the "Motions") came on for hearing in the ordinary course. Having considered the papers submitted in support of and in response to the Motions, the argument of counsel, if any, and for good cause shown, the Court ORDERS as follows:

I. CONSOLIDATION OF ACTIONS

1. The following actions are hereby consolidated for all purposes, including pretrial proceedings, trial and appeal:

| <u>Abbreviated Case Name</u> | <u>Case Number</u> | <u>Date Filed</u> |
|-----------------------------------|--------------------|-------------------|
| <i>Chu v. Hughes, et al.</i> | C 06-3513-JF | March 31, 2006 |
| <i>Bibeau v. Hughes et al.</i> | C 06-3921-JF | June 23, 2006 |
| <i>Ruggieri v. Hughes, et al.</i> | C 06-4153-RMW | July 5, 2006 |

2. The caption of these consolidated actions shall be "*In re Rambus Inc. Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file under Master File No. C-06-3513-JF. Any other actions now pending or later filed in this Court which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court's attention.

3. Every pleading filed in the consolidated actions, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

| | | |
|------------------------------|---|------------------------------|
| In re RAMBUS INC. DERIVATIVE | } | Master File No. C-06-3513-JF |
| LITIGATION | | |
| _____ | | |
| This Document Relates To: | | |

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading

1 is intended to be applicable and the abbreviated case name of said action shall appear immediately
2 after the words "This Document Relates To:" in the caption described above (e.g., "No. 5:06-cv-
3 03921-JF, *Bibeau v. Hughes, et al.*").

4 5. A Master Docket and a Master File hereby are established for the above consolidated
5 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
6 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
7 made in the docket of each individual case in accordance with the regular procedures of the clerk of
8 this Court, except as modified by this Order.

9 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
10 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No
11 further copies need be filed, and no other docket entries need be made.

12 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
13 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall
14 docket such filing on the Master Docket and the docket of each applicable action.

15 8. When a case which properly belongs as part of *In re Rambus Inc. Derivative*
16 *Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge
17 Fogel, the clerk of this Court shall:

- 18 (a) Place a copy of this Order in the separate file for such action;
19 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
20 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
21 their counsel in the newly-filed or transferred case; and
22 (c) Make an appropriate entry on the Master Docket. This Court requests the
23 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
24 case which properly might be consolidated as part of *In re Rambus Inc. Derivative Litigation*.

25 **II. APPOINTMENT OF LEAD PLAINTIFFS AND LEAD COUNSEL**

26 9. Plaintiffs Howard Chu and Gaetano Ruggieri shall be appointed Lead Plaintiffs.
27
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1 10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and
2 Schiffirin & Barroway, LLP shall be appointed Lead Counsel for plaintiffs in the consolidated
3 Rambus shareholder derivative actions.

4 11. Lead Counsel shall have authority to speak for plaintiffs in matters regarding pretrial
5 and trial procedure and settlement negotiations, and shall make all work assignments in such manner
6 as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or
7 unproductive effort.

8 12. Lead Counsel shall be responsible for coordination of all activities and appearances
9 on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion,
10 request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except
11 through Lead Counsel.

12 13. Lead Counsel also shall be available and responsible for communications to and from
13 this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service
14 list of all parties and their respective counsel.

15 14. Defendants' counsel may rely upon all agreements made with Lead Counsel, or other
16 duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

17 **III. SCHEDULE**

18 15. Plaintiffs shall no later than 45 days from the entry of this Order file and serve a
19 Consolidated Complaint which will supersede all existing complaints filed in these actions.
20 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of
21 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,
22 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with
23 respect to any defendant named in any of the consolidated actions by serving the Consolidated
24 Complaint on that defendant's counsel.

25 16. Each defendant shall answer or otherwise respond to the Consolidated Complaint no
26 later than 45 days from the date of service. In the event that defendants file and serve any motion
27 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days
28

1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,
2 they will do so within 15 days after service of the opposition.

3 IT IS SO ORDERED.

4 DATED: 8/9/06


THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE

6 Submitted by:

7 LERACH COUGHLIN STOIA GELLER
8 RUDMAN & ROBBINS LLP
9 DARREN J. ROBBINS
10 TRAVIS E. DOWNS III
11 BENNY C. GOODMAN III
12 THOMAS G. WILHELM

11 s/ TRAVIS E. DOWNS III
12 TRAVIS E. DOWNS III

13 655 West Broadway, Suite 1900
14 San Diego, CA 92101
15 Telephone: 619/231-1058
16 619/231-7423 (fax)

17 LERACH COUGHLIN STOIA GELLER
18 RUDMAN & ROBBINS LLP
19 SHAWN A. WILLIAMS
20 100 Pine Street, Suite 2600
21 San Francisco, CA 94111
22 Telephone: 415/288-4545
23 415/288-4534 (fax)

24 SCHIFFRIN & BARROWAY, LLP
25 ERIC L. ZAGER
26 SEAN M. HANDLER
27 280 King of Prussia Road
28 Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

[Proposed] Lead Counsel for Plaintiffs

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I hereby certify that on August 2, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ TRAVIS E. DOWNS III
TRAVIS E. DOWNS III

**LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP**
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)
E-mail: travisd@lerachlaw.com

Mailing Information for a Case 5:06-cv-03513-JF

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Patrice L. Bishop**
service@ssbla.com
- **Travis E. Downs, III**
travisd@lerachlaw.com e_file_sd@lerachlaw.com
- **Randolph Gaw**
rgaw@wsgr.com lmontoya@wsgr.com
- **Robert S. Green**
RSG@CLASSCOUNSEL.COM CAND.USCOURTS@CLASSCOUNSEL.COM
- **Sean M. Handler, Esq**
ecf_filings@sbclasslaw.com nwortman@sbclasslaw.com
- **Todd Mosser**
tmosser@sbclasslaw.com dpotts@sbclasslaw.com
- **Eric L. Zagar**
ezagar@sbclasslaw.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)

EXHIBIT D

1 LERACH COUGHLIN STOIA GELLER
 2 RUDMAN & ROBBINS LLP
 3 SHAWN A. WILLIAMS (213113)
 4 MARIA V. MORRIS (223903)
 5 MONIQUE C. WINKLER (213031)
 6 100 Pine Street, Suite 2600
 7 San Francisco, CA 94111
 8 Telephone: 415/288-4545
 9 415/288-4534 (fax)
 10 shawnw@lerachlaw.com
 11 mariam@lerachlaw.com
 12 moniquew@lerachlaw.com
 13 – and –
 14 TRAVIS E. DOWNS III (148274)
 15 BENNY C. GOODMAN III (211302)
 16 THOMAS G. WILHELM (234980)
 17 655 West Broadway, Suite 1900
 18 San Diego, CA 92101
 19 Telephone: 619-231-1058
 20 619/231-7423 (fax)
 21 travisd@lerachlaw.com
 22 bennyg@lerachlaw.com
 23 twilhelm@lerachlaw.com

E-filed 8/31/06

13 Attorneys for Plaintiff

14 UNITED STATES DISTRICT COURT
 15 NORTHERN DISTRICT OF CALIFORNIA
 16 SAN JOSE DIVISION

| | |
|---|----------------------------------|
| 17 WILLIAM HERGOTZ, Derivatively on Behalf) | No. C-06-3783-JF |
| 18 of Nominal Defendant SANMINA-SCI) | |
| 19 CORPORATION,) | STIPULATION AND [PROPOSED] ORDER |
| 20) | CONSOLIDATING CASES FOR ALL |
| 21) | PURPOSES, APPOINTING LEAD |
| 22) | PLAINTIFFS AND CO-LEAD COUNSEL |
| 23) | AND SETTING SCHEDULE FOR FILING |
| 24) | OF CONSOLIDATED COMPLAINT |
| 25) | |
| 26) | |
| 27) | |
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17 JURE SOLA, et al.,)
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[Caption continued on following page.]

1 KENNETH SAUNDERS, Derivatively on)
Behalf of Nominal Defendant SANMINA-SCI)
2 CORPORATION,)

3 Plaintiff,)

4 vs.)

5 JURE SOLA, et al.,)

6 Defendants,)

7 – and –)

8 SANMINA-SCI CORPORATION,)

9 Nominal Defendant.)

10 WOLLASTON G. MORIN, IN THE RIGHT)
OF AND FOR THE BENEFIT OF)
11 SANMINA-SCI CORPORATION,)

12 Plaintiff,)

13 vs.)

14 JURE SOLA, et al.,)

15 Defendants,)

16 – and –)

17 SANMINA-SCI CORPORATION,)

18 Nominal Defendant.)

19
20 [Caption continued on following page.]
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No. C-06-03804-JF(HRL)

No. C-06-04260-RMW(HRL)

1 ALASKA ELECTRICAL PENSION FUND,) No. C-06-4389-JW(HRL)
2 Derivatively on Behalf of SANMINA-SCI)
3 CORPORATION,)
4)
5 Plaintiff,)
6)
7 vs.)
8)
9 JURE SOLA, et al.,)
10)
11 Defendants,)
12)
13 – and –)
14)
15 SANMINA-SCI CORPORATION, a Delaware)
16 corporation,)
17)
18 Nominal Defendant.)
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1 WILLIAM A. HALLETT, JR., et al.,) No. C-06-04494-PVT
2 Derivatively on Behalf of SANMINA-SCI)
3 CORPORATION,)
4)
5 Plaintiffs,)
6)
7 vs.)
8)
9 JURE SOLA, et al.,)
10)
11 Defendants,)
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13 – and –)
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15 SANMINA-SCI CORPORATION, a Delaware)
16 corporation,)
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18 Nominal Defendant.)
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WHEREAS, there are five related shareholder derivative actions on behalf of Nominal Defendant Sanmina-SCI Corporation ("Sanmina") pending in this district:

| Abbreviated Case Name | Case Number | Date Filed |
|--|----------------|---------------|
| <i>Hergotz v. Jure Sola, et al.</i> | C-06-03783-JF | June 15, 2006 |
| <i>Saunders v. Jure Sola, et al.</i> | C-06-03804-JF | June 16, 2006 |
| <i>Morin v. Jure Sola, et al.</i> | C-06-04260-RMW | July 11, 2006 |
| <i>Alaska Electrical Pension Fund v. Jure Sola, et al.</i> | C-06-04389-JW | July 18, 2006 |
| <i>Hallett, et al. v. Jure Sola, et al.</i> | C-06-04494-PVT | July 24, 2006 |

WHEREAS, the five related shareholder derivative actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

WHEREAS, on August 4, 2006, Alaska Electrical Pension Fund and Helen G. McGowan filed a Notice of Motion and Motion Consolidating Cases and for the Appointment of Lead Plaintiffs, with its selection of Lerach Coughlin Stoia Geller Rudman & Robbin LLP as Lead Counsel;

WHEREAS, on August 4, 2006, William Hergotz and Kenneth Saunders filed a Notice of Motion and Motion to Consolidate Related Shareholder Actions and Appoint Lead Plaintiffs, Co-Lead Counsel and Liaison Counsel, selecting the law firms of Schiffrin & Barroway, LLP and Brodsky & Smith, LLC as Co-Lead Counsel;

WHEREAS, Nominal Defendant Sanmina takes no position as to the appointment of the Alaska Electrical Pension Fund and William Hergotz as Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Co-Lead Counsel;

WHEREAS, after meeting and conferring, all Lead Plaintiff applicants agree that Alaska Electrical Pension Fund and William Hergotz should be appointed Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP should be appointed Co-Lead Counsel;

1 WHEREAS, counsel for plaintiffs and Nominal Defendant Sanmina have met and conferred
2 and have agreed to a schedule for filing a Consolidated Complaint and for briefing any motion
3 directed at the Consolidated Complaint; and

4 WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial
5 efficiency, and will not cause prejudice to any party.

6 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and Nominal Defendant
7 Sanmina, through their respective counsel of record, as follows:

8 **I. CONSOLIDATION OF ACTIONS**

9 1. The following actions are hereby consolidated for all purposes, including pretrial
10 proceedings, trial and appeal:

| 11 | Abbreviated Case Name | Case Number | Date Filed |
|----|--|----------------|---------------|
| 12 | <i>Hergotz v. Jure Sola, et al.</i> | C-06-03783-JF | June 15, 2006 |
| 13 | <i>Saunders v. Jure Sola, et al.</i> | C-06-03804-JF | June 16, 2006 |
| 14 | <i>Morin v. Jure Sola, et al.</i> | C-06-04260-RMW | July 11, 2006 |
| 15 | <i>Alaska Electrical Pension Fund v. Jure Sola, et al.</i> | C-06-04389-JW | July 18, 2006 |
| 16 | <i>Hallett, et al. v. Jure Sola, et al.</i> | C-06-04494-PVT | July 24, 2006 |

17 2. The caption of these consolidated actions shall be "*In re Sanmina-SCI Corp.*
18 *Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file
19 under Master File No. C-06-03783-JF. Any other actions now pending or later filed in this Court
20 which arise out of or are related to the same facts as alleged in the above-identified cases shall be
21 consolidated for all purposes, if and when they are brought to the Court's attention.

22 3. Every pleading filed in the consolidated actions, or in any separate action included
23 herein, shall bear the following caption:
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re SANMINA-SCI CORP.
DERIVATIVE LITIGATION

Master File No. C-06-03783-JF

This Document Relates To:

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words "This Document Relates To:" in the caption described above (e.g., "No. C-06-04389-JW, *Alaska Electrical Pension Fund v. Jure Sola, et al.*").

5. A Master Docket and a Master File hereby are established for the above consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clerk of this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions," the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

8. When a case which properly belongs as part of *In re Sanmina-SCI Corp. Derivative Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge Fogel, the clerk of this Court shall:

- 1 (a) Place a copy of this Order in the separate file for such action;
- 2 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
- 3 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
- 4 their counsel in the newly-filed or transferred case; and
- 5 (c) Make an appropriate entry on the Master Docket. This Court requests the
- 6 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
- 7 case which properly might be consolidated as part of *In re Sanmina-SCI Corp. Derivative Litigation*.

8 **II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL**

9 9. Plaintiffs Alaska Electrical Pension Fund and William Hergotz shall be appointed

10 Lead Plaintiffs.

11 10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and

12 Schiffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated

13 *Sanmina* shareholder derivative actions.¹

14 11. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding

15 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such

16 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative

17 or unproductive effort.

18 12. Co-Lead Counsel shall be responsible for coordination of all activities and

19 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No

20 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs

21 except through Co-Lead Counsel.

22 13. Co-Lead Counsel also shall be available and responsible for communications to and

23 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master

24 service list of all parties and their respective counsel.

25 _____

26 ¹ Nominal Defendant Sanmina takes no position as to the appointment of the Alaska Electrical

27 Pension Fund and William Hergotz as Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman &

28 Robbins LLP and Schiffrin & Barroway, LLP as Co-Lead Counsel.

1 14. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or
2 other duly authorized representatives of plaintiffs, and such agreements shall be binding on
3 plaintiffs.

4 **III. SCHEDULE**

5 15. Plaintiffs shall no later than 60 days from the entry of this Order file and serve a
6 Consolidated Complaint which will supersede all existing complaints filed in these actions.
7 Defendants need not respond to any of the pre-existing complaints. Service shall be effected with
8 respect to Nominal Defendant Sanmina by serving the Consolidated Complaint on counsel for
9 Nominal Defendant Sanmina.

10 16. Nominal Defendant Sanmina shall answer or otherwise respond to the Consolidated
11 Complaint no later than 45 days from the date of service. In the event that Nominal Defendant
12 Sanmina files and serves any motion directed at the Consolidated Complaint, plaintiffs shall file and
13 serve their opposition within 45 days after the service of the motion. If Nominal Defendant Sanmina
14 files and serves a reply to plaintiffs' opposition, it will do so within 15 days after service of the
15 opposition.

16 IT IS SO STIPULATED.

17 DATED: August 18, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MARIA V. MORRIS
MONIQUE C. WINKLER

20 _____/s/
21 MONIQUE C. WINKLER

22 100 Pine Street, Suite 2600
23 San Francisco, CA 94111
24 Telephone: 415/288-4545
25 415/288-4534 (fax)

1
2 LERACH COUGHLIN STOIA GELLER
3 RUDMAN & ROBBINS LLP
4 TRAVIS E. DOWNS III
5 BENNY C. GOODMAN III
6 THOMAS G. WILHELM
7 655 West Broadway, Suite 1900
8 San Diego, CA 92101
9 Telephone: 619/231-1058
10 619/231-7423 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

11 I, Monique C. Winkler, am the ECF User whose ID and password are being used to file
12 this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B.,
13

14 I hereby attest that ROBIN WINCHESTER have concurred in this filing.

15 DATED: August 18, 2006

SCHIFFRIN & BARROWAY, LLP
ERIC L. ZAGAR
SEAN M. HANDLER
ROBIN WINCHESTER

16
17 /s/
18 ROBIN WINCHESTER

280 King of Prussia Road
Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

19 I, Monique C. Winkler, am the ECF User whose ID and password are being used to file
20 this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B.,
21

22 I hereby attest that EVAN J. SMITH have concurred in this filing.

23 DATED: August 18, 2006

BRODSKY & SMITH, LLC
EVAN J. SMITH

24 /s/
25 EVAN J. SMITH

9595 Wilshire Boulevard, Suite 900
Beverly Hills, CA 90212
Telephone: 310/300-8425
310/247-0160 (fax)

Counsel for Plaintiff Saunders

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file
this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B.,
I hereby attest that BETSY C. MANIFOLD have concurred in this filing.

DATED: August 18, 2006

WOLF HALDENSTEIN ADLER FREEMAN &
HERZ LLP
BETSY C. MANIFOLD

/s/
BETSY C. MANIFOLD

Symphony Towers
750 B. Street, Suite 2770
San Diego, CA 92101
Telephone: 619/239-4599
619/234-4599 (fax)

Counsel for Plaintiff Morin

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file
this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B.,
I hereby attest that NORMAN J. BLEARS have concurred in this filing.

DATED: August 18, 2006

HELLER EHRMAN LLP
NORMAN J. BLEARS
MICHAEL L. CHARLSON
NICOLE M. RYAN

/s/
NORMAN J. BLEARS

275 Middlefield Road
Menlo Park, CA 94025
Telephone: 650/324-7000
650/324-0638 (fax)

Counsel for Nominal Defendant Sanmina-SCI
Corporation

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 8/31/06



THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE

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I hereby certify that on August 18, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

/s/

MONIQUE C. WINKLER

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP

100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)
E-mail: moniquew@lerachlaw.com

Mailing Information for a Case 5:06-cv-03783-JF

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Michael L. Charlson**
michael.charlson@hellerehrman.com
susan.griffinpreston@hellerehrman.com;karen.strong@hellerehrman.com;jennifer.cygnor@hellere
- **Robert S. Green**
RSG@CLASSCOUNSEL.COM CAND.USCOURTS@CLASSCOUNSEL.COM
- **Betsy C. Manifold**
manifold@whafh.com
- **Shawn A. Williams**
shawnw@lerachlaw.com
e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com;MariaM@lerachlaw.com;MoniqueW@lerach
- **Eric L. Zagar**
ezagar@sbclasslaw.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Sandra G Smith
Schiffrin & Barroway LLP
280 King of Purssia Rd
Rannor, PA 19087

EXHIBIT E

E-filed 9/6/06

1 LERACH COUGHLIN STOIA GELLER
 2 RUDMAN & ROBBINS LLP
 3 WILLIAM S. LERACH (68581)
 4 DARREN J. ROBBINS (168593)
 5 TRAVIS E. DOWNS III (148274)
 6 655 West Broadway, Suite 1900
 7 San Diego, CA 92101
 8 Telephone: 619/231-1058
 9 619/231-7423 (fax)
 10 bill@lerachlaw.com
 11 darrenr@lerachlaw.com
 12 travisd@lerachlaw.com

13 - and -
 14 SHAWN A. WILLIAMS (213113)
 15 MARIA V. MORRIS (223903)
 16 MONIQUE C. WINKLER (213031)
 17 100 Pine Street, Suite 2600
 18 San Francisco, CA 94111
 19 Telephone: 415/288-4545
 20 415/288-4534 (fax)
 21 swilliams@lerachlaw.com
 22 mariam@lerachlaw.com
 23 moniquew@lerachlaw.com

24 SCHIFFRIN & BARROWAY, LLP
 25 ERIC L. ZAGAR
 26 SEAN M. HANDLER
 27 280 King of Prussia Road
 28 Radnor, PA 19087
 Telephone: 610/667-7706
 610/667-7056 (fax)
 ezagar@sbclasslaw.com
 shandler@sbclasslaw.com

19 [Proposed] Co-Lead Counsel for Plaintiffs

20 UNITED STATES DISTRICT COURT
 21 NORTHERN DISTRICT OF CALIFORNIA
 22 SAN JOSE DIVISION

| | | |
|----|---|----------------------------------|
| 23 | VIKEN KALINDJIAN, Derivatively on Behalf) | No. C-06-3440-JF |
| | of Nominal Defendant TRIDENT) | |
| 24 | MICROSYSTEMS, INC.) | STIPULATION AND [PROPOSED] ORDER |
| | Plaintiff,) | CONSOLIDATING CASES FOR ALL |
| 25 | vs.) | PURPOSES, APPOINTING LEAD |
| |) | PLAINTIFFS AND CO-LEAD COUNSEL |
| 26 |) | AND SETTING SCHEDULE FOR FILING |
| |) | OF CONSOLIDATED COMPLAINT |
| 27 | GLEN M. ANTLE, JUNG-HERNG CHANG,) | |
| | YASUSHI CHIKAGAMI, PETER JEN,) | |
| 28 | FRANK C. LIN, GERRY LIU, JOHN LUKE,) | |

STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFS
 & CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1 AMIR MASHKOORI, MILLARD PHELPS,
and W. STEPHEN ROWE,

2 Defendants,

3 – and –

4 TRIDENT MICROSYSTEMS, INC.,

5 Nominal Defendant.
6

7 TO BE CONSOLIDATED WITH

8 GERALD W. KEENEY, Derivatively on
9 Behalf of TRIDENT MICROSYSTEMS,
10 INC.,

No. C-06-4329-JF

11 Plaintiff,

12 vs.

13 FRANK C. LIN, PETER JEN, JOHN S.
EDMUNDS, JUNG-HERNG CHANG,
14 YASUSHI CHIKAGAMI, MILLARD
PHELPS, GLEN M. ANTLE and JOHN
LUKE,

15 Defendants,

16 – and –

17 TRIDENT MICROSYSTEMS, INC., a
18 Delaware corporation,

19 Nominal Defendant.
20

21 WHEREAS, there are two related shareholder derivative actions on behalf of Nominal
22 Defendant Trident Microsystems, Inc. pending before this Court:

| Abbreviated Case Name | Case Number | Date Filed |
|------------------------------------|--------------|------------|
| <i>Kalindjian v. Antle, et al.</i> | C-06-3440-JF | 05/26/06 |
| <i>Keeney v. Lin, et al.</i> | C-06-4329-JF | 07/14/06 |

25 WHEREAS, the two related *Trident Microsystems* shareholder derivative actions arise out of
26 the same transactions and occurrences and involve the same or substantially similar issues of law and
27 fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a).
28

1 WHEREAS, plaintiffs and defendants agree that any other actions filed in or transferred to
2 this Court which arise out of or relate to the same facts as alleged in the above-referenced actions
3 should be consolidated for all purposes under Fed. R. Civ. P. 42(a).

4 WHEREAS, plaintiffs and defendants agree that judicial economy will be served by the entry
5 of a schedule for the filing of answers or other responses to the Consolidated Complaint.

6 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through
7 their respective counsel of record, as follows:

8 **I. CONSOLIDATION OF ACTIONS**

9 1. The following actions are hereby consolidated for all purposes, including pretrial
10 proceedings, trial and appeal:

| Abbreviated Case Name | Case Number | Date Filed |
|------------------------------------|--------------|------------|
| <i>Kalindjian v. Antle, et al.</i> | C-06-3440-JF | 05/26/06 |
| <i>Keeney v. Lin, et al.</i> | C-06-4329-JF | 07/14/06 |

14 2. The caption of these consolidated actions shall be "*In re Trident Microsystems, Inc.*
15 *Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file
16 under Master File No. C-06-3440-JF. Any other actions now pending or later filed in this Court
17 which arise out of or are related to the same facts as alleged in the above-identified cases shall be
18 consolidated for all purposes, if and when they are brought to the Court's attention.

19 3. Every pleading filed in the consolidated actions, or in any separate action included
20 herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re TRIDENT MICROSYSTEMS,
Inc., DERIVATIVE LITIGATION

Master File No. C-06-3440-JF

This Document Relates To:

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To": in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words "This Document Relates To": in the caption described above (e.g., "No. C-06-3440-JF, *Kalindjian v. Antle, et al.*").

5. A Master Docket and a Master File hereby are established for the above consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clerk of this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions," the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

1 8. When a case which properly belongs as part of *In re Trident Microsystems, Inc.*
2 *Derivative Litigation* is filed in this Court or transferred to this Court from another court, the clerk of
3 this Court shall:

4 (a) Place a copy of this Order in the separate file for such action;
5 (b) Mail to the attorneys for the plaintiff(s) in the newly filed or transferred case a
6 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
7 their counsel in the newly filed or transferred case; and

8 (c) Make an appropriate entry on the Master Docket. This Court requests the
9 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
10 case which properly might be consolidated as part of *In re Trident Microsystems, Inc. Derivative*
11 *Litigation*.

12
13 **II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL**

14 It is further stipulated by plaintiffs only that:

15 9. Plaintiffs, Viken Kalindjian and Gerald W. Keeney shall be appointed Lead Plaintiffs.

16 10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and
17 Schifffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated
18 *Trident Microsystems* shareholder derivative actions.

19 11. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding
20 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such
21 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative
22 or unproductive effort.

23 12. Co-Lead Counsel shall be responsible for coordination of all activities and
24 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No
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1 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs
2 except through Co-Lead Counsel.

3 13. Co-Lead Counsel also shall be available and responsible for communications to and
4 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master
5 service list of all parties and their respective counsel.

6 14. Defendants take no position on the appointment of Lead Plaintiffs or Co-Lead
7 Counsel.

8 15. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or
9 other duly authorized representatives of plaintiffs, and such agreements shall be binding on
10 plaintiffs.
11

12 **III. SCHEDULE**

13 16. Plaintiffs shall have 60 days from the entry of this Order to file and serve a
14 Consolidated Complaint which will supersede all existing complaints filed in these actions.
15 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of
16 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,
17 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with
18 respect to any defendant named in any of the consolidated actions by serving the Consolidated
19 Complaint on that defendant's counsel.
20

21 17. Each defendant shall answer or otherwise respond to the Consolidated Complaint no
22 later than 45 days from the date of service. In the event that defendants file and serve any motion
23 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days
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1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,
2 they will do so within 15 days after service of the opposition.

3 DATED: August 31, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MARIA V. MORRIS
MONIQUE C. WINKLER

7 /s/
8 MONIQUE C. WINKLER

9 100 Pine Street, Suite 2600
10 San Francisco, CA 94111
11 Telephone: 415/288-4545
12 415/288-4534 (fax)

13 LERACH COUGHLIN STOIA GELLER
14 RUDMAN & ROBBINS LLP
15 WILLIAM S. LERACH (68581)
16 DARREN J. ROBBINS (168593)
17 TRAVIS E. DOWNS III (148274)
18 655 West Broadway, Suite 1900
19 San Diego, CA 92101
20 Telephone: 619/231-1058
21 619/231-7423 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

22 I, MONIQUE C. WINKLER, am the ECF User whose ID and password are being used to
23 file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45,
24 X.B., I hereby attest that ROBIN WINCHESTER have concurred in this filing.

25 DATED: August 31, 2006

SCHIFFRIN & BARROWAY, LLP
SEAN M. HANDLER
ROBIN WINCHESTER

26 /s/
27 ROBIN WINCHESTER

28 280 King of Prussia Road
Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,
2 they will do so within 15 days after service of the opposition.

3 DATED: August __, 2006

4 LERACH COUGHLIN STOIA GELLER
5 RUDMAN & ROBBINS LLP
6 SHAWN A. WILLIAMS
7 MARIA V. MORRIS
8 MONIQUE C. WINKLER

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MONIQUE C. WINKLER

100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
WILLIAM S. LERACH (68581)
DARREN J. ROBBINS (168593)
TRAVIS E. DOWNS III (148274)
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

DATED: August __, 2006

SCHIFFRIN & BARROWAY, LLP
SEAN M. HANDLER
ROBIN WINCHESTER

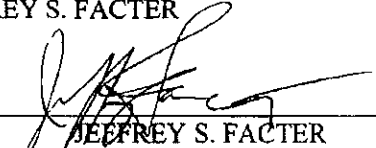
ROBIN WINCHESTER

280 King of Prussia Road
Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

DATED: August 28, 2006

SHEARMAN & STERLING LLP
JEFFREY S. FACTER



JEFFREY S. FACTER

STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFs
& CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

525 Market Street
San Francisco, CA 94105
Telephone: 415/616-1100
415/616-1199 (fax)

Counsel for Defendant Frank C. Lin

DATED: August 30, 2006

HOWARD RICE NEMEROVSKI CANADY
FALK & RABKIN, A Professional Corporation
SARAH A. GOOD
JIN H. KIM


JIN H. KIM

Three Embarcadero Center, Seventh Floor,
San Francisco, CA 94111-4024
Telephone: 415/434-1600
415/217-5910 (fax)

Counsel for Defendants Glen M. Antle, Jung-
Herng Chang, Yasushi Chikagami, Peter Jen,
Gerry Liu, John Luke, Amir Mashkooi, Millard
Phelps, and W. Steven Rowe

DATED: August __, 2006

PILLSBURY WINTHROP SHAW
PITTMAN, LLP
CHARLES J. LANDY
WALTER J. ROBINSON
THOMAS G. ALLEN

WALTER J. ROBINSON

2475 Hanover Street
Palo Alto, CA 94304-1114
Telephone: 650/233-4500
650/233-4545 (fax)

PILLSBURY WINTHROP SHAW
PITTMAN, LLP
CHARLES J. LANDY
THOMAS G. ALLEN
2300 N Street N.W.
Washington D.C. 20037
Telephone: 202/663-8000
202/663-8007 (fax)

Counsel for Defendant John S. Edmunds

STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFs
& CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1
2 525 Market Street
3 San Francisco, CA 94105
4 Telephone: 415/616-1100
5 415/616-1199 (fax)

6 Counsel for Defendant Frank C. Lin

7
8
9
10
11
12
13
14
15 DATED: August __, 2006

HOWARD RICE NEMEROVSKI CANADY
FALK & RABKIN, A Professional Corporation
SARAH A. GOOD
JIN H. KIM

16
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18
19
20
21
22
23
24
25
26
27
28
JIN H. KIM

Three Embarcadero Center, Seventh Floor,
San Francisco, CA 94111-4024
Telephone: 415/434-1600
415/217-5910 (fax)

Counsel for Defendants Glen M. Antle, Jung-
Herng Chang, Yasushi Chikagami, Peter Jen,
Gerry Liu, John Luke, Amir Mashkooori, Millard
Phelps, and W. Steven Rowe

15 DATED: August 29, 2006

PILLSBURY WINTHROP SHAW
PITTMAN, LLP
CHARLES J. LANDY
WALTER J. ROBINSON
THOMAS G. ALLEN

16
17
18
19
20
21
22
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28
WALTER J. ROBINSON

2475 Hanover Street
Palo Alto, CA 94304-1114
Telephone: 650/233-4500
650/233-4545 (fax)

PILLSBURY WINTHROP SHAW
PITTMAN, LLP
CHARLES J. LANDY
THOMAS G. ALLEN
2300 N Street N.W.
Washington D.C. 20037
Telephone: 202/663-8000
202/663-8007 (fax)

Counsel for Defendant John S. Edmunds

1 DATED: August 31, 2006

DLA PIPER RUDNICK GRAY CARY
SHIRLI FABBRI WEISS
DAVID F. GROSS

DAVID F. GROSS

153 Townsend Street, Suite 800
San Francisco, CA 94107
Telephone: 415/836-2562
415/836-2501 (fax)

Counsel for Nominal Defendant Trident
Microsystems, Inc.

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 9/5/06

THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE

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STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFs
& CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1 CERTIFICATE OF SERVICE

2 I hereby certify that on August 31, 2006, I electronically filed the foregoing with the Clerk of
3 the Court using the CM/ECF system which will send notification of such filing to the e-mail
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF
6 participants indicated on the attached Manual Notice List.

7
8 /s/ Monique C. Winkler
MONIQUE C. WINKLER

9 LERACH COUGHLIN STOIA GELLER
10 RUDMAN & ROBBINS LLP
100 Pine Street, Suite 2600
11 San Francisco, CA 94111
Telephone: 415/288-4545
12 415/288-4534 (fax)
E-mail: moniquew@lerachlaw.com
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